



## CALL FOR NOMINATIONS BOARD OF DIRECTORS

The Nominating Committee of the Whistler Mountain Ski Club is calling for nominations for the position of Director for a two-year term commencing after the 2018 Annual Members' Meeting scheduled for Saturday, November 16, 2019.

The Nominating Committee is seeking one qualified candidate, to play a key role in the stewardship of the Club, and who respect the Club's core values while delivering leading-edge governance attributes including experience, engagement, transparency and accountability. Qualified candidates will have the skill-sets, expertise and experience necessary to further the Club's long-term strategic plan, while also playing the key role of supervising the Club's management. The Club benefits from directors in both the "parent" and "independent" roles (the latter being persons with a deep knowledge of and passion for ski racing and/or a background in governance, and who do not currently have children in Club programs).

For 2019, the Nominating Committee is seeking one candidate for the role of At-large Director.

Where qualifications are comparable, preference will be given to female candidates with the goal of having greater female representation on the Board.

Interested members are invited to contact Monique Morden, Chair of the Nominating Committee (and Past-Chair of the Club) at [nominatingcommittee@wmsc.info](mailto:nominatingcommittee@wmsc.info).

### **Board Composition**

Under the Club's By-laws the Board of Directors will consist of not less than three and not more than twelve members, excluding the Chair and Vice-Chair/Past Chair. The Board currently consists of eight members, excluding the Chair. Directors must be full or honorary members of the Club. Directors are elected by the Club's members at the Club's annual meetings. Excluding the Chair, Directors are for two-year terms, with one half of the board elected every year. Directors are expected to commit to serving at least two terms. The Chair on election as Vice-Chair serves a four-year term: one year as the Club's Vice-Chair, two years as the Club's Chair, and one year as the Club's Past Chair.

The Board of Directors has adopted a target of eight members, comprised of four Directors At-Large, the Chair, the Vice Chair/Past Chair, the Finance Director and the Club Secretary. Of the four Directors At-Large, the Board has set a goal that three of these Directors are "independent" by virtue of not having children presently enrolled in the Clubs programs.

Current Directors with at least one year remaining in the terms are:

- John Legg, Chair
- Sarah Renzoni, At-large Independent Director
- Jason Shorter, At-large Director
- Graham Ross, At-large Director
- Dave Brownlie, Finance Director
- Steve Fleckenstein, At-large Independent Director
- Nicole Stefelli, At-large Director

Current Directors standing for re-election are:

- Rob Toole, Secretary & Independent Director
- Rand Neeves, At-large Director

### The BC Societies Act provides:

#### Directors must be qualified

**43(1)** A person must not be a director of a society if the person is not qualified under either section 44 or the bylaws to be a director.

(2) A director of a society who is not, or who ceases to be, qualified under either section 44 or the bylaws to be a director must promptly resign.

#### Persons qualified to be directors

**44(1)** A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is

(a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

(c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless

(i) the court orders otherwise,

(ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.